



# **Christian International Community Academy**

## **CONSTITUTION & BYLAWS**

**This Constitution and Bylaws issued by the  
Board of Directors of  
Christian International Community Academy (CICA)  
Adopted January 2022**

**Christian International Community Academy  
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Colossians 1:10

*So as to walk in a manner worthy of the Lord, fully pleasing to him:  
bearing fruit in every good work and increasing in the knowledge of God.*

## **I. MISSION STATEMENT**

The mission of Christian International Community Academy (CICA) is to provide students with a well-rounded, Christian education which prepares them to have a life-long relationship of service to the Lord, while enabling them to accomplish their personal and professional goals.

## **II. VISION STATEMENT**

The vision of CICA is for students to become Christ-like leaders in their local and international communities by bearing the fruit of the Spirit.

The fruit of the Spirit (Galatians 5:22-23):

- Love
- Joy
- Peace
- Patience
- Kindness
- Goodness
- Faithfulness
- Gentleness
- Self-control

## **III. PREAMBLE**

According to 2 Timothy 3:16-17, "All scripture is God-breathed and useful for teaching, rebuking, correcting and training in righteousness, so that the servant of God may be thoroughly equipped for every good work". Additionally, it is written In Ephesians 2:10, "We are God's workmanship, created in Christ Jesus for good works, which He prepared beforehand, that we should walk in them". With these verses in mind, we understand the call to provide God's people with a scripturally based, Christ-centered education to fulfill His will to do good works. Therefore, we herewith establish Christian International Community Academy and adopt this Constitution for its organization and operation.

## **ARTICLE I - Name**

The name of this school is Christian International Community Academy.

## **ARTICLE II - Statement of Faith**

I. We believe the Bible, both Old and New Testaments, are the inspired word of God without error in the original writings, and are the complete revelation of His will for the salvation of men, and the divine and final authority for all Christian faith and life. (I Timothy 3:16-17)

II. We believe in one God, Creator of all things, infinitely perfect, and eternally existing in manifestations: Father, Son and Holy Spirit. (Corinthians 13:14)

III. We believe the Father is sovereign in all His ways, sending His Son to accomplish His will on earth to bring everlasting life to those that believe in Jesus. (John 3:16)

IV. We believe Jesus Christ is fully God and fully man, having been conceived of the Holy Spirit and born of the Virgin Mary. Jesus lived a sinless life, and died a painful death on the cross to complete the final sacrifice for our sins. He then rose from the dead, and now is at the right hand of the Father in glory, where he is our High Priest and Advocate. (Hebrews 12:2)

V. We believe in the ministry and power of the Holy Spirit to glorify the Lord Jesus, convict men of sin, regenerate the believing sinner, seal, indwell, guide, instruct and empower the believer for godly living and service. (John 16:7-15)

VI. We believe in the salvation for sinful man and woman, by grace, through faith in Jesus Christ. The shed blood of Jesus and his atoning death upon the cross is the only means to the forgiveness of sin and everlasting life with Him in heaven. (Ephesians 2:8-9)

## **ARTICLE III - Philosophy of Education**

Our school's Philosophy of Education is in complete alignment with and does fully affirm our 'Statement of Faith.' CICA is dedicated to a Christian education with character development and life skills from a Biblical worldview which disciplines students to have a life-long relationship in service to the Lord.

## **ARTICLE IV - Board of Directors and Guidelines and Structures of Board Governance**

### Sections 001 through 021

#### Sec. 001: Agreement of Leadership with Article II and Article III

All Board members shall be born-again Christians (giving testimony to their faith) and shall agree without reservation with Articles II and III of this Constitution. Further, they shall be members in good standing or regular attendees (seeking membership) with a local church, whose doctrine is in agreement with Article II of this Constitution.

#### Sec. 002: General Powers and Responsibilities

The CICA Board will oversee the continuing operation of this educational ministry and generally oversee the business affairs of CICA in compliance with this Constitution. The responsibilities of the Board will include, but not be limited to, making policy, appointing Board members, establishing tuition and fees, promoting Christian education in the community and praying for the life and ministry of CICA.

#### Sec. 003: Number and Tenure of Board Members

- A. The number of Board members shall be three (3) minimum and is recommended to be no more than seven (7). Each Board member shall serve on the board for a term of three years, unless such service is terminated by resignation or dismissal.
- B. Any Board member may serve unlimited terms, subject to the nomination and election process set forth in this Constitution.

#### Sec. 004: Board Member Qualifications.

- A. All Board members shall be born-again Christians and subscribe personally to the school's Statement of Faith without reservation. Further, each Board member shall be committed to preserving the ideals and purposes of the school, as described in the Philosophy of Education.
- B. Eligibility for Board membership requires that a nominee shall be a Godly person, graced in their judgments, through their thorough meditation on and willing submission to the Word of God. Further, their reputation in the community and the testimony of their life shall evidence their qualifications reflective of Biblical leadership.
- C. In their speech and behavior a Board member shall demonstrate that s/he is not quick-tempered, not overbearing, one who loves what is good, and one found faithful in their love of the brethren. To serve on CICA Board s/he shall possess a wholehearted commitment to the school and the cause of Christian education.
- D. Board members shall individually commit themselves to continuous prayer for the CICA family, leadership, life, and ministry.

#### Sec. 005: New Board Member Nominating Process

- A. It shall be the unqualified right of any CICA family, at any time, to suggest the name of a potential nominee to a new Board Member. The name shall be submitted in writing and delivered to the school office. It is then incumbent upon the President to give notice of such recommendation at the next regular meeting of the Board; bringing such notice to the attention of the Board Secretary. The Secretary will add the recommendation to a list of potential nominees. The Secretary will keep this list in custody until turning it over to a nominating committee appointed by the Board President.
- B. Each October, a nominating committee shall be appointed by the President of the Board. The charge of such a committee shall be to identify and conduct a preliminary evaluation of potential membership. Further, such evaluation will be guided by the qualifications for Board members as they are set forth in this Constitution.
- C. When necessary, between September 1 and the regular meeting of the Board in December, the nominating committee will identify and interview potential nominees. At least two committee members shall interview each candidate at a time not to coincide with a regular business meeting of the Board. Upon the establishment of the nominating committee, the Board Secretary shall turn over the list of recommendations of potential nominees along with any additional candidates the Board may, themselves, suggest. The objective of preliminary interviews will be to establish the candidates' interest in pursuing this particular avenue of service to CICA. While conducting each preliminary interview, committee members shall provide the candidate with a copy of this Constitution and review it with the candidate. The candidate, after reviewing the Constitution, shall convey their agreement.
- D. The nominating committee at the regular January Board Meeting shall, in Executive Session, formally submit nominees to the full Board. Subsequent to this meeting and at least one week prior to the regular Board meeting in December, nominees to the Board shall be interviewed by the full Board, at one or more special meetings, convened for this purpose.
- E. Voting to appoint nominees to Board membership shall take place at the regular meeting of the Board in January. The term of office for regularly appointed Board Members shall begin February 1, of that year and end January 31st (end of January), three years hence.
- F. In the event of a vacancy on the Board, occurring for whatever reason a replacement shall be interviewed in the manner as has been described herein, voted upon and appointed by the remaining Board Members, without regard to particular dates and timetables already described herein. (See Section .013)
- G. Voting for the appointment of any Board Members, whether such appointment is by reason of an incumbent completing a term or by reason of resignation or dismissal, shall be in strict compliance with the manner of acting prescribed in this Constitution.

#### Sec. 006: Election (Appointment) of New Board Members

- A. The appointment of any nominee to CICA Board, whether the vacancy occurred through retirement, resignation, or dismissal, shall be decided by the affirmative vote of a majority of the members present.

- B. The Board shall vote for new members by roll call. The Board Secretary shall read the names of Board Members in attendance and record the vote. The Board President shall declare the election results and shall be responsible to convey the same to all nominees. In the event of a tie, the presiding officer shall cast the deciding vote.
- C. It is in the best interests of CICA to view the nominating process as a way of helping to develop the good will of all nominees. This is accomplished by timely and personal contact from the Board President.

Sec. 007: Duties of the Board

- A. Board Members shall, individually and corporately, pray continually for the leadership, administration, faculty, staff, parents, children, and fruitful ministry of CICA. Moreover, they will be inclined to prayer, ever mindful of their own dependence upon God for His grace and wisdom manifest in their leadership.
- B. The primary function of the Board is to set school policy, not to administer the school. The daily administration is the work of the Head of the School. The Board's policies set the boundaries within which the Principal administers CICA.
- C. The second most significant duty of the Board is the selection of its Head of School when the position is vacant. The Head Administrative Officer will implement the Board's legislated policies and directives and manage the day-to-day operation of the school. The Head of School can reside as the President of the Board but will be a non-voting member when holding both positions.
- D. The faculty and staff of CICA shall be recommended by the Head of School and the school administrative team after careful consideration of their spiritual and academic qualifications. Both parties shall enter into a binding contract. The Board shall have the authority to dismiss any personnel associated with the school who do not fulfill the requirements set forth in this Constitution or otherwise prove to be unfit for their role and work.
- E. The Board shall oversee the general financial operation of the school: approve annual budgets, devise methods of raising operating funds, and determine how these funds shall be disbursed. (Methods used to raise funds shall be consistent with the Christian character and philosophy of CICA.)
- F. The Board shall have the authority to borrow money in the name of CICA, but all measures will be taken to operate with a balanced budget.
- G. The Board shall approve the educational programs and standards of achievement for the school.
- H. The Board has the authority to review or approve at its discretion courses of study, including text prepared by the school's faculty under the leadership of the Principal.
- I. It is understood that members of the Board of Directors are necessary in the operations of nonprofit corporations and give of their time to benefit the community. Directors on nonprofit boards have varied interests and backgrounds, and a situation may develop in rendering services that might be interpreted as a conflict of interest. The service of the Board of Directors should not be rendered impossible solely by reason of possible conflict of interest; nevertheless, there has to be loyalty and fidelity to the school. In governing the affairs of the school, Board members must be accountable to God in

honestly and economically exercising their best care, skill, and judgment for the benefit of the school. The following shall apply:

1. Any possible conflict of interest on the part of any Board member shall be disclosed to the other members of the Board and made a matter of record, either through an annual procedure or when the interest becomes a matter of Board action.
  2. Any governing Board member having a possible conflict of interest on any specific matter shall not vote or use personal influence on that matter. The minutes of the meeting shall reflect that a disclosure was made and the abstention from voting observed.
  3. The foregoing requirements shall not be construed as preventing the Board member from briefly stating a position in the matter or from answering pertinent questions from the other Board members since her/his knowledge may be of assistance. This policy shall be reviewed annually for the information and guidance of governing Board members and new members.
- J. The Board's authority is corporate. Individual Board Members have authority to act only when the Board is convened in a regular or special session. There shall be only one line of authority which will flow from the Board, through the President, to the Head Administrator who is charged with the responsibility for properly conveying the decisions and actions of the Board to the faculty, staff, students, and parents as appropriate.
- K. The evaluation of the Head Administrative Officer is the responsibility of the entire Board or the accreditation committee.

#### Sec. 008: Officers, Election and Tenure of Officers

- A. The officers of the CICA Board of Directors there shall be a President, there may be a Vice President, there shall be a Secretary, and there shall be a Treasurer. These four officers constitute the Executive Committee of the Board.
1. President  
The President shall preside at all CICA Board meetings and perform such other duties as approved by the Board. The President shall be the Head Administrative Officer's point of contact with the Board when the Board is not in session.
  2. Vice-President  
The Vice-President shall perform the duties of the President in the latter's absence or refusal to act. When so acting, the Vice President shall have all powers of and be subject to all the restrictions upon the President.
  3. Secretary  
The Secretary shall cause to be recorded the minutes of any and all meetings of the Board. Further, the Secretary shall have custody of the Board records and documents and shall conduct necessary correspondence and perform other duties associated with the office.

4. Treasurer

The Treasurer is entrusted with the oversight of the operating funds of CICA. The Treasurer or a designate(s) shall disburse such funds as prescribed in the annual budget or designated by Board directive. The Treasurer will ensure there is an independent, annual financial review/audit of the school's finances.

- B. At the Board's annual Corporation meeting in February, the Board shall elect officers for the following year from among its members. The term of office for each officer shall be one year, but officers are eligible for re-election, with such term starting March 1. Election shall be by simple majority vote of the members present, with a two-thirds (2/3) quorum in attendance. This paragraph does not withstand provisions contained in Section .013 of this Article.

Sec. 009: The School Administrator (Head Administrative Officer)

- A. The duties and responsibilities of the position are of such a nature as to require the full time and undivided attention of the Head Administrative Officer. It is incumbent on the Head Administrative Officer to properly balance competitive demands of family, church, and work upon personal time, energy, and resources.
- B. The Head Administrative Officer is responsible to conscientiously maintain an open line of communication between the various members of the school body and the Board, conveying their concerns, ideas, or questions to the Board in a timely and forthright manner. In the absence of an approved policy, the Head Administrative Officer is free to act in the best interest of the school and to report the action taken and the need for an appropriate policy at the next regular meeting of the Board.
- C. Individual Board members may not give directives to the Head Administrative Officer or to the school's faculty or staff. Board Members do not have direct authority in the school. Their authority is confined strictly to the legislative powers of their office.

Sec. 010: Board Member Evaluation

The Board shall evaluate itself annually, at its regular meeting in January. Each member shall evaluate their willingness and ability to continue in the position with a view to the upcoming school year. Every incumbent member of the Board shall annually sign the letter of Leadership Commitment set forth in this Constitution, thereby pledging their faithful and selfless service on the Board in the next year.

Sec. 011: Leadership Commitment

Knowing that God has spoken clearly in His Word concerning the character and responsibility of a leader:

1. I affirm that I am a born-again Christian and subscribe personally to the CICA Statement of Faith without reservation.
2. I will seek to maintain a close, intimate walk with the Lord by regularly spending time alone with Him, in His word and in prayer.
3. I will be a diligent student of God's Word.



4. I will endeavor to walk continuously in step with the Holy Spirit.
5. I will pray for those who serve with me as Board Members, for the school administration, for the faculty and staff of the school, and for the students of CICA and their families. I will pray regularly for the ministry of the school and for the testimony that the ministry will have in the community.
6. I will be diligent in preparation for all Board meetings, participating in duly appointed offices, committees, or special assignments, doing my homework and submitting myself anew and afresh to the Holy Spirit. Further, I will faithfully attend all meetings of the Board, unless I am hindered from doing so by compelling reasons such as illness or necessary travel. When I am unable to attend, I will notify the Board President in advance, if possible, of the reason for my absence and will follow up with the Board Secretary and/or other Board Members, taking the opportunity to fully inform myself of the proceedings of that meeting for which I was absent.
7. My fellowship, speech and manner with my colleagues on the Board and with any members of the school family will be characterized by love, grace, and humility. By the power of the Holy Spirit, I will refrain from expressing demeaning attitudes (through criticism and complaint). While respecting divergent views and convictions expressed by my colleagues on the Board, I will express my views and differences of opinion constructively and with grace. Once the Board has discussed and voted on an issue and regardless of my personal vote on that issue, I will publicly support the Board's action. I will not disclose my position or vote or any other Board Member's vote or position. Moreover, I will be positive, an encourager, acting with integrity and discretion and endeavoring to maintain the unity of the Spirit in the bond of peace.
8. I will conduct my life according to the principles found in Romans 14:12-13
9. I am an active church member in our community.

I have studied these statements of commitment and have prayed over them, and I believe God would have me serve on the Board of Christian International Community Academy, as a Board Member, according to these standards.

SIGNATURE: \_\_\_\_\_

Date: \_\_\_\_\_

#### Sec. 012: Resignation/Dismissal of Board Members

- A. After prayerful consideration, any Board Member may resign from office. A Board member will tender resignation in a letter to the Board President, stating the reasons for the decision. A letter of resignation should be submitted to the President at least two weeks before the next regular Board meeting.

- B. Any Board Member may be removed (dismissed) from the Board for conduct unbecoming of the office (I Timothy 3:1-15, Titus 1:5-9), or for excessive absence from regular and special meetings of the Board or whenever such removal (in the judgment of the Board) would be in the best interest of the school body. Removal shall require two-thirds (2/3) vote of the Board Members present, provided at least three-fourths (3/4) of the full Board is in attendance.
- C. In view of the serious, disciplinary nature of a Board Member's involuntary removal from office, every effort shall be made by all parties concerned to show Christian compassion and forbearance. Corrective measures and actions designed to promote genuine repentance and personal restoration shall be applied. Dismissal from the Board shall be a matter of "last resort." Any unpleasantness surrounding such action shall be dealt with quickly and shall take into account the dignity and personal privacy of the individual in question.

#### Sec. 013: Board Vacancies

Any vacancy on the Board, occurring for whatever reason, shall be filled by appointment of the Board, with such appointment being decided by the majority vote of the Board Members present, provided that three-fourths (3/4) of the remaining members are in attendance. The Board Member appointed shall hold office for the unexpired portion of the predecessor's term. Further, in the event the member who has left the Board was an officer, another member shall be designated (by majority resolution of the Board) to assume the responsibilities of the office now vacant.

#### Sec. 014: Meetings

- A. Regular meetings (virtually) of the Board shall convene monthly or quarterly during the year (usually the third Monday of each month). The Board shall observe the practice of open when requested by parents. Board meetings. Members of the entire school family may attend the meetings. The privilege of the floor may be granted to observers at the discretion of the President of the Board; however, the first portion of the Board meetings are open for public remarks. These remarks shall be presented within the Board's guidelines. The Board retains the right to meet in Executive Session to discuss personnel or other delicate matters.
- B. Special meetings of the Board may be called by or at the request of the Board President or a quorum/ four Board Members, whichever is greater. Prior written notice of the special meeting, including date, time, place of meeting, and a summary agenda for this meeting shall be submitted to each Board Member at least seven (7) days in advance of the meeting. Further, school families shall be notified of all special and regular meetings. Parental notice of all Board meetings shall be sent no later than seven (7) days prior to the day of such meetings. It shall be the unqualified right of the entire school to be informed of all the meetings convened by the Board.
- C. The Annual Corporation Meeting shall be held in February.
- D. The fiscal year for the school will begin August 1st and end July 31st of the next calendar year.

- E. In consultation with the Head Administrative Officer, the agenda for regular meetings of the Board shall be prepared by the President and, in the President's absence, prepared by the Vice-President.

**Sec. 015: Quorum**

Unless otherwise provided, 50% of the Board's membership, rounded to the next highest number, shall constitute a quorum for the transaction of business. Recognizing that no formal vote may be taken in the absence of a quorum, informal discussion may ensue (in person or virtually)

**Sec. 016: Manner of Acting**

The act of a simple majority vote of the members, wherein a quorum is present at the meeting, shall be the act of the Board, unless such act requires a greater number of votes as demanded by law or by this Constitution.

**Sec. 017: Emergency Action**

In an emergency, the President may poll the full Board to secure authorization for a given course of action.

**Sec. 018: Compensation and Reimbursement of Members**

Members of the Board can receive reasonable compensation for their services. The Board may authorize the reimbursement of expenses incurred by any Board Members in the performance of official business for the School or the Board.

**Sec. 019: Open Meetings**

Open school family meetings may be held to communicate important issues/decisions to CICA constituencies, or to occasionally make the Board available for the school family to answer questions.

**Sec. 020: Committees**

- A. The Standing Board Committees are appointed by the Board President. The committees are:
  - 1. Finance
  - 2. Policy
  - 3. OperationsEach committee will be made up of at least 3 board members.
- B. With the approval of the Board, the President may from time to time establish special task committees empowered to deal with a specific issue within a given school year.

**ARTICLE V: Staff**

All members of the school's faculty, teaching assistant staff, and administrative staff must declare their unconditional agreement with Articles II and III of this Constitution; they must be members or regular attendees of a church whose doctrine agrees with Article II, must be scripturally sound in their teaching and must lead exemplary lives.

## **ARTICLE VI: Amendments**

Portions of this Constitution may be amended by a majority vote of the members at any meeting wherein the full Board shall be present, provided two week's prior written notice shall have been sent to each member, stating both the specific language of and the reason(s) and intent for the desired change. The Statement of Faith (Article II), The Philosophy of Christian Education (Article III), Amendments (Article VI), and the process of Irrevocable Dedication (Article VII) are not and shall not be subject to amendment, whether by addition to, deletion from or any other form of alteration. The Board shall notify the whole school family of any amendment made to this Constitution.

## **ARTICLE VII: Irrevocable Dedication: (Dissolution)**

The Christian International Community Academy is organized and operated exclusively for the purpose of being a private educational Christian school, within the meaning of section 501C(3) of the Internal Revenue Code. No part of the net earnings of the school shall inure to the benefit of, or be distributable to its members, directors, officers, or other private persons, except that the school shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article III hereof. In case of dissolution of Christian International Community Academy, all the assets of the school remaining after the payment of debts, shall be donated to such Christian educational ministries as the Board may determine and select, for one or more exempt purposes within the meaning of section 501C(3) of the Internal Revenue Code.

## **ARTICLE VIII: Nondiscrimination Policy**

Christian International Community Academy admits students of any race, color, national or ethnic origin to all the rights, privileges, programs and activities, generally accorded or made available to students at the school. It does not discriminate on the basis of race, color, national ethnic origin in the administration of its educational policies, admissions policies, scholarship and loan programs, athletic or other school-administered programs.

Christian International Community Academy employs faculty and staff of any race, color, national or ethnic origin. It does not discriminate on the basis of race, color, national or ethnic origin in the hiring, management or supervision of its faculty and staff.